

limited extent, the local and interexchange telephony services of other telecommunications carriers.

**B. CTC Group and the CTC Subsidiaries**

CTC Group is a Delaware corporation with headquarters at 220 Bear Hill Road, Waltham, Massachusetts 02451. CTC Group is a holding company for the CTC Subsidiaries, which are also located at 220 Bear Hill Road Waltham, Massachusetts 02451. The CTC Subsidiaries are common carriers that provide communications services to medium and large size businesses predominantly in the Northeast and Mid-Atlantic regions (Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, Virginia, and West Virginia) as well as to residential customers in Connecticut.

The CTC Subsidiaries' service offerings include local, long distance, and toll free telephony services; post-paid calling card services; conference calling; frame relay, private line, DSL, VPN, and ATM services; Internet access, webmail and converged services. In addition, wireless services (cellular and paging) are provided in Connecticut. Where possible, the CTC Subsidiaries provide their services using their broadband, IP-based network known as the PowerPath® Network. The PowerPath® Network includes Cisco network infrastructure and a redundant fiber optic backbone (8,200 fiber miles). The network also includes the use of packet switching technology as well as more traditional circuit switches. The CTC Subsidiaries also furnish wireline data telecommunications services over an ATM-based broadband network that the companies have deployed throughout the high-density business markets in Connecticut. This network consists of ATM switches as well as transmission facilities that they obtain from other telecommunications carriers. In addition, the CTC Subsidiaries provide service by

reselling the local and interexchange telephony services of other telecommunications carriers. In Connecticut, the company's offerings also include resold cellular and paging services.

CTC Group is a wholly-owned subsidiary of Columbia Ventures Broadband LLC ("CVC Broadband"), which is, in turn, a wholly-owned subsidiary of Columbia Ventures Corporation ("CVC"). CVC Broadband, a Washington state limited liability company, is a holding company. CVC, a Washington state corporation, owns and operates a portfolio of telecommunications companies and a small number of manufacturing businesses around the world. CVC holds global facilities-based and resale international Section 214 authority as granted by the Commission on October 16, 1998 in IB File No. ITC-214-19980820-00606 to a CTC Subsidiary, CTC Communications of Virginia, Inc. ("CTC Virginia"), and subsequently assigned on a *pro forma* basis to CVC.<sup>1</sup> Neither CVC nor CVC Broadband provide telecommunications services.

In August 2004, CVC notified the Commission that a number of wholly-owned CVC subsidiaries – including CVC Acquisition Company (Ireland) Limited (now known as Hibernia Atlantic Cable System Limited or "Hibernia Ireland"), CVC Acquisition Company (UK) Limited (now known as Hibernia Atlantic (UK) Limited or "Hibernia UK"), CVC Acquisition Company (Canada) Ltd. (now known as Hibernia Atlantic Communications (Canada) Company or "Hibernia Canada"), and Columbia Ventures U.S. Acquisition LLC (now known as Hibernia Atlantic U.S. LLC or "Hibernia USA") -- would operate under CVC's Section 214 authority, as permitted under Section 63.21(h)

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<sup>1</sup> See Letter from Joan E. Neal, counsel to CVC, to Marlene H. Dortch, Secretary, FCC, dated May 6, 2004, in FCC File No. ITC-214-19980820-00606.

of the Commission's Rules, 47 C.F.R. § 63.21(h).<sup>2</sup> The CVC companies listed (the "Hibernia Companies") have ownership interests in Hibernia Atlantic (formerly known as the 360atlantic Cable Network), a submarine cable network extending between the U.S., Canada, the U.K. and Ireland.<sup>3</sup> In the U.S., the Hibernia Companies provide only high-capacity international circuits at this time. None of the foreign Hibernia Companies have market power in their destination markets.<sup>4</sup>

CVC holds ownership interests in two other foreign telecommunications carriers, Globalstar Australia and Magnet Networks Limited ("Magnet Networks"). CVC's wholly-owned subsidiary, Columbia Ventures (Australia) Pty. Ltd., holds a 50 percent interest in Globalstar Australia, a provider of competitive wireless services in Australia. Globalstar Australia does not have market power in Australia.<sup>5</sup> Magnet Networks is a wholly-owned indirect subsidiary of CVC and a provider of voice, data, and television services in Ireland. Magnet Networks does not have market power in Ireland.<sup>6</sup> CVC also owns Fiberlink LLC d/b/a Columbia Fiber Solutions, a dark fiber provider in Washington state, and a 12.3 percent ownership interest in Metro One Telecommunications, Inc.,

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<sup>2</sup> See FCC File No. ITC-ASG-20040506-00308, Report No. TEL-00821, rel. Aug. 12, 2004. One of the companies listed in the letter, CVC Acquisition Iceland Limited, does not exist at this time.

<sup>3</sup> See File Nos. SCL-T/C-20021213-00104 and SCL-ASG-20021213-00103, granted Jan. 31, 2003, in DA No. 03-335, rel. Jan. 31, 2003.

<sup>4</sup> This fact was confirmed in 2004 when the FCC granted authority to a CTC Subsidiary, CTC Communications Corp. ("CTC"), to provide facilities-based and resale international services on a global basis as a non-dominant carrier on all routes. See IB File No. ITC-214-20040708-00260, granted July 30, 2004 (the "CTC 2004 Authorization").

<sup>5</sup> This fact was confirmed in 2004 when the FCC granted the CTC 2004 Authorization.

<sup>6</sup> This fact was confirmed last year when the FCC granted authority to CTC Group to acquire a CTC Subsidiary, Lightship Telecom, LLC ("Lightship"), and retained CTC's non-dominant status on the U.S. - Ireland route. See FCC File No. ITC-T/C-20050324-00122, granted Apr. 29, 2005 (the "Lightship Transfer Authorization").

which provides directory assistance and information services via a nationwide network of call centers.

Kenneth D. Peterson, Jr., a U.S. citizen, holds 100 percent of the ownership interest in CVC. Mr. Peterson is Chief Executive Officer, Chairman and Founder of CVC. Other than CVC, none of Mr. Peterson's ownership interests in U.S. telecommunications service providers exceed 10 percent. Mr. Peterson owns 100 percent of European Access Providers Limited ("LEAP"), a competitive provider of wireless and Internet over DSL services in Ireland. LEAP holds less than a 50 percent market share in the international transport and local access market in Ireland and thus does not have market power in Ireland.<sup>7</sup>

A diagram showing the current corporate structure of the Applicants is provided in Exhibit B.

## **II. DESCRIPTION OF THE TRANSACTION**

On February 9, 2006, CTC Group and Choice One entered into an Agreement and Plan of Merger ("Merger Agreement"). Consummation of the transactions described in the Merger Agreement is contingent on receipt of Choice One stockholder approval and all necessary regulatory approvals, among other things. Pursuant to the terms of the Merger Agreement, CTC Group will merge with and into Choice One at closing. Choice One will be the surviving corporation of the merger. The name of the surviving corporation has yet to be determined (and thus is referred to as "Surviving Corporation")

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<sup>7</sup> This fact was confirmed last year when the FCC granted authority to CTC Group to acquire two CTC Subsidiaries, Connecticut Telephone and Communications Systems, Inc. ("Connecticut Telephone") and Connecticut Broadband, LLC ("Connecticut Broadband"), and retained CTC's non-dominant status on the U.S. - Ireland route. See IB File Nos. ITC-T/C-20050819-00332 and ITC-T/C-20050819-00338, granted Sept. 23, 2005 (the "Connecticut Telephone/Connecticut Broadband Transfer Authorizations").

herein). As a result of the merger, immediately after closing, 50 percent of the ownership interest in Surviving Corporation will be held by CVC Broadband. The remaining 50 percent ownership interest will be held by the stockholders of Choice One that exist at the time of the merger. However, it is possible that some of the existing Choice One stockholders could sell their shares of Surviving Corporation to CVC Broadband soon after closing. Accordingly, the Applicants request authority for CVC Broadband to acquire up to a 70 percent ownership interest in Surviving Corporation.

The proposed transaction does not involve the transfer of any operating authority, assets, or customers. Immediately following the closing, the CTC Subsidiaries and the Choice One Subsidiaries will continue to offer to their customers the same services at the same rates, terms and conditions pursuant to existing authorizations, tariffs, contracts and published rates and charges. Accordingly, the contemplated transaction will be generally transparent to consumers. The only change will be that the CTC Subsidiaries and the Choice One Subsidiaries will be under the common control of Surviving Corporation.

A diagram showing the corporate structure of Surviving Corporation post-close is provided in **Exhibit B**.

### **III. PUBLIC INTEREST STATEMENT**

The transfer of control of the CTC Subsidiaries and the Choice One Subsidiaries will serve the public interest, as consumers in the Northeast, the Mid-Atlantic, and Midwest regions will benefit from the operation of these CLECs under one umbrella company, Surviving Corporation. The merger of CTC Group into Choice One will further strengthen the competitive position of the CTC Subsidiaries and Choice One Subsidiaries as a leading regional competitive telecommunications provider in the

Northeast, Mid-Atlantic and Midwest regions and will significantly strengthen the ability of the combined companies to compete effectively in their markets. The combined companies will benefit from increased economies of scale that will permit them to operate more efficiently and thus realize substantial financial synergies that should enable the combined companies to increase their operating income and free cash flow. Given the difficulties with which the competitive telecommunications industry is now struggling, the enhancement of the CTC Subsidiaries and the Choice One Subsidiaries in this manner would benefit consumers in the Northeast, Mid-Atlantic, and Midwest regions.

At the same time, the proposed merger does not present any anti-competitive issues. Customers of the CTC Subsidiaries and the Choice One Subsidiaries will continue to receive high-quality telecommunications and information services without interruption and without change in rates, terms or conditions. The CTC Subsidiaries and the Choice One Subsidiaries are non-dominant carriers that will continue to compete with at&t and Verizon as well as other CLECs in the local and long distance markets. In the geographic markets in which the operations of the combined companies overlap -- *i.e.*, Connecticut, Maine, Massachusetts, New Hampshire, New York, Pennsylvania, and Rhode Island -- the total market share of the combined companies in the local service market is less than 10 percent. Furthermore, there are a number of other CLECs -- including but not limited to Bridgecom/Broadwing, Conversent, PAETEC, Telcove, and XO -- operating in these markets, as well as the incumbent carriers, at&t and Verizon. While the Choice One Subsidiaries will become affiliated with foreign carriers post-close, for each such foreign carrier affiliate, the Commission has already recognized that the affiliated foreign carrier lacks market power and thus poses no threat to competition,

and/or the foreign carrier affiliate lacks 50 percent market share in the international transport and local access market in the countries in which it operates.

#### **IV. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE COMMISSION'S RULES**

In support of this Application, the Applicants submit the following information pursuant to Section 63.24(e) of the Commission's Rules, including the information requested in Section 63.18:

- (a) Name, address and telephone number of Applicants:

CTC Communications Group, Inc. ("CTC Group")  
220 Bear Hill Road  
Waltham, MA 02451  
Tel: (781) 466-8080  
Fax: (781) 890-1613  
FRN: 0009-7049-74

Choice One Communications Inc. ("Choice One")  
100 Chestnut Street, Suite 600  
Rochester, NY 14604  
Tel: (585) 530-2708  
Fax: (585) 697-7805  
FRN: 0006-2922-39

The names, addresses and telephone numbers of the licensees being transferred is provided in **Exhibit A**.

- (b) Choice One and CTC Group are corporations organized under the laws of Delaware.

- (c) Correspondence concerning this Application should be sent to:

For Choice One	For CTC Group:
<p>Roger W. Byrd  Senior Vice President and General Counsel  Choice One Communications Inc.  100 Chestnut Street, Suite 600  Rochester, NY 14604  Tel: (585) 530-2708  Fax: (585) 697-7805  rbyrd@choiceonecom.com</p>	<p>James P. Prenetta, Jr.  Senior Vice President and General Counsel  CTC Communications Corp.  220 Bear Hill Road  Waltham, MA 02451  Tel: (781) 522-8773  Fax: (781) 522-8711  james.prenetta@ctcnet.com</p>
<p>Cherie R. Kiser  Mintz, Levin, Cohn, Ferris, Glovsky and  Popeo, P.C.  701 Pennsylvania Ave. NW  Suite 900  Washington, D.C. 20004  Tel: (202) 434-7300  Fax: (202) 434-7400  ckiser@mintz.com</p>	<p>Joan M. Griffin  Kelley Drye &amp; Warren LLP  1200-19<sup>th</sup> Street, NW  Suite 500  Washington, D.C. 20036  Tel: (202) 955-9600  Fax: (202) 955-9792  jgriffin@kelleydrye.com</p>

- (d) Neither CTC Group nor Choice One holds Section 214 authority. The CTC Subsidiaries and the Choice One Subsidiaries hold the authority listed in Exhibit A. In addition, the parent company of CTC Group, CVC, holds global Section 214 authority to provide international services on a facilities and resale basis, granted on October 16, 1998 in IB File No. ITC-214-19980820-00606 to CTC Virginia and subsequently assigned on a *pro forma* basis to CVC.
- (h) Following consummation of the proposed transaction, the CTC Subsidiaries and the Choice One Subsidiaries will be wholly-owned direct or indirect subsidiaries of Surviving Corporation, a holding company and a Delaware corporation whose addresses will be 100 Chestnut Street, Suite 600, Rochester, New York 14604 and 220 Bear Hill Road, Waltham, MA 02451. The following entities and individuals will hold ten percent or greater ownership interests in Surviving Corporation:

*CVC Broadband.* CVC Broadband, a Washington state limited liability company that is a holding company, will hold at least a 50 percent ownership interest in Surviving Corporation following the closing, and thus at least a 50 percent ownership interest in each of the CTC Subsidiaries and the Choice One Subsidiaries. It is possible that some of the existing Choice One stockholders will sell their shares of Surviving Corporation to CVC Broadband soon after the closing. Accordingly, the Applicants request authority for CVC Broadband to acquire up to a 70 percent ownership interest in Surviving Corporation and thus up to a 70



percent ownership interest in each of the CTC Subsidiaries and the Choice One Subsidiaries. CVC Broadband is, in turn, a wholly-owned subsidiary of CVC, a Washington state corporation. CVC owns and operates a portfolio of telecommunications companies and a small number of manufacturing businesses around the world. Mr. Kenneth D. Peterson, Jr., a U.S. citizen, holds 100 percent of the ownership interest in CVC. Mr. Peterson is Chief Executive Officer, Chairman and Founder of CVC. The address of CVC Broadband, CVC, and Mr. Peterson is 203 SE Park Plaza Drive, Suite 270, Vancouver, WA 98684.

*Quantum Partners LDC.* Quantum Partners LDC ("Quantum"), a 24.75% shareholder in Choice One, will hold a 12.375% interest in the Surviving Corporation following the closing. Quantum is a Cayman Islands limited duration corporation whose principal business is investment. Quantum is wholly owned by Quantum Emerging Growth Partners, C.V. ("Quantum Emerging"), a Netherlands Antilles limited partnership whose principal business is investment. The managing general partner of Quantum Emerging is Emerging Growth Fund Management C.V. ("Emerging Growth"), a Netherlands Antilles limited partnership whose principal business is investment. The managing general partner of Emerging Growth is Quastro N.V. ("Quastro"), a Netherlands Antilles corporation whose principal business is investment. The address of Quantum, Quantum Emerging, Emerging Growth and Quastro is Kaya Flamoyan 9, Willemstad, Curaçao, Netherlands Antilles. The sole shareholder of Quastro is George Soros, a U.S. citizen whose principal business is being Chairman of Soros Fund Management LLC ("SFM"). SFM, which is a Delaware limited liability company, by virtue of a management agreement between SFM and Quantum, exercises voting and dispositive power over the shares of Choice One held by Quantum. The address of SFM and George Soros is 88 Seventh Avenue, New York, NY 10106.

The Applicants have not yet determined who will be the officers and directors of the CTC Subsidiaries and the Choice One Subsidiaries post-close, and thus do not know at this time if there will be any interlocking directors. The Applicants will supplement this Application if and when such information becomes available.

- (i) As evidenced by the signatures of the Applicants' authorized representatives to this Application,<sup>8</sup> the Applicants certify that post-close, (a) neither Surviving Corporation nor any of the CTC Subsidiaries or the Choice One Subsidiaries will be a foreign carrier, and (b) Surviving Corporation, the CTC Subsidiaries, and the Choice One Subsidiaries will be affiliated with foreign carriers in Australia, Canada, Ireland, and the U.K.

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<sup>8</sup> With respect to the certification of any facts contained in this Application, the execution of this Application by Choice One constitutes a certification with respect to only those facts relating to Choice One and the Choice One Subsidiaries. With respect to the certification of any facts contained in this Application, the execution of this Application by CTC Group constitutes a certification with respect to only those facts relating to CTC Group, the CTC Subsidiaries, Mr. Peterson, CVC, the Hibernia Companies and the other affiliates of Mr. Peterson.

- (j) As evidenced by the signatures of the Applicants' authorized representatives to this Application, the Applicants certify that post-close, (i) neither Surviving Corporation, the CTC Subsidiaries, nor the Choice One Subsidiaries will be a foreign carrier in any destination market; (ii) neither Surviving Corporation, the CTC Subsidiaries, nor the Choice One Subsidiaries will control a foreign carrier in any destination market; (iii) CVC -- an entity that will hold a controlling interest in Surviving Corporation post-close -- controls a foreign carrier in Australia, Canada, Ireland, and the U.K., while Mr. Peterson (a U.S. citizen who controls CVC) controls a foreign carrier in Ireland; and (iv) two or more foreign carriers (or parties that control foreign carriers) will not own, in the aggregate, more than 25 percent of Surviving Corporation and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- (k) Australia, Canada, Ireland, and the U.K. are all members of the World Trade Organization.
- (l) Each of the foreign carrier affiliates of Surviving Corporation, the CTC Subsidiaries, and the Choice One Subsidiaries post-close in Australia, Canada, Ireland, and the U.K. holds significantly less than 50 percent market share in the international transport and local access markets in its respective country. Accordingly, these foreign carrier affiliates lack market power and Surviving Corporation, the CTC Subsidiaries, and the Choice One Subsidiaries are entitled to a presumption of non-dominant treatment. The Commission acknowledged that (i) none of the foreign Hibernia Companies have market power in their respective destination markets, when it retained CTC's non-dominant status in granting the CTC 2004 Authorization; (ii) Globalstar Australia does not have market power in Australia when it retained CTC's non-dominant status in granting the CTC 2004 Authorization; (iii) Magnet Networks does not have market power in Ireland, when it retained CTC's non-dominant status in granting the Lightship Transfer Authorization; and (iv) LEAP does not have market power in Ireland, when it retained CTC's non-dominant status in granting the Connecticut Telephone/Connecticut Broadband Transfer Authorizations.
- (m) See response to item (l).
- (n) As evidenced by the signatures of the Applicants' authorized representatives to this Application, the Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route, and that they will not enter into such agreements in the future.
- (o) As evidenced by the signatures to this Application, the Applicants certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, that they

are not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

- (p) Applicants request streamlined processing of this Application pursuant to Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12. This Application qualifies for streamlined treatment under Section 63.12 because, in accordance with Section 63.12(c): (i) Surviving Corporation will be affiliated post-close with foreign carriers, but for each such affiliate, the Commission has previously determined that the affiliated foreign carrier lacks market power in the countries in which it operates; (ii) Surviving Corporation will not be affiliated with any dominant U.S. carrier; and (iii) no authority is requested to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines.

**V. INFORMATION REQUIRED BY SECTION 63.04(b) OF THE COMMISSION'S RULES**

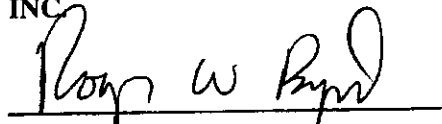
In accordance with the requirements of Section 63.04(b) of the Commission's Rules, the additional information required for the domestic Section 214 transfer of control application is provided in **Exhibit C**.

## VI. CONCLUSION

Based on the foregoing, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

**CHOICE ONE COMMUNICATIONS  
INC.**



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[ckiser@mintz.com](mailto:ckiser@mintz.com)

Its Attorney

**CTC COMMUNICATIONS  
GROUP, INC.**

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[jgriffin@kelleydrye.com](mailto:jgriffin@kelleydrye.com)

Its Attorney

Date: February 22, 2006

## VI. CONCLUSION

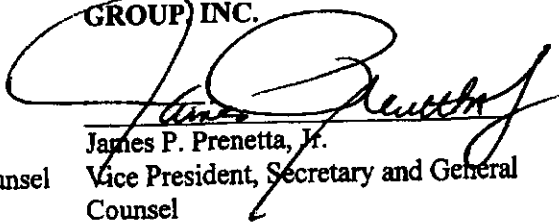
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Respectfully submitted,

**CHOICE ONE COMMUNICATIONS,  
INC.**

**CTC COMMUNICATIONS  
GROUP INC.**

\_\_\_\_\_  
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Its Attorney

Its Attorney

Date: February 22, 2006

### **LIST OF EXHIBITS**

EXHIBIT A	List of the CTC Subsidiaries and Choice One Subsidiaries
EXHIBIT B	Corporate Structure Diagrams, Pre- and Post-Close
EXHIBIT C	Domestic Section 214 Transfer of Control Information

**EXHIBIT A**  
**CTC AND CHOICE ONE SUBSIDIARIES**

<u>Subsidiary</u>	<u>Ultimate Parent</u>	<u>FRN</u>	<u>Blanket Domestic S214?</u>	<u>International S214?</u>
CTC Communications Corp.	CTC Group	0005-0136-69	Yes	Global facilities-based and resale authority granted July 30, 2004 in IB File No. ITC-214-20040708-00260.
CTC Communications of Virginia, Inc.	CTC Group	0005-0136-85	Yes	Operates under S214 authority of CTC Communications Group per letter dated February, 2005 in IB File No. ITC-214-20040708-00260.
Connecticut Telephone and Communication Systems, Inc.	CTC Group	0003-7533-16	Yes	Global resale authority granted August 30, 1996 in IB File No. ITC-214-19960717-00316.
Connecticut Broadband, LLC	CTC Group	0005-0788-29	Yes	Global resale authority granted November 29, 1996 in IB File No. ITC-214-19961001-00476.
Lightship Telecom, LLC	CTC Group	0006-1941-87	Yes	Global facilities-based and resale authority granted March 25, 1999, in IB File No. ITC-214-19990203-00056.
Choice One Communications International Inc.	Choice One	0006-2922-54	No	Global facilities-based and resale authority granted in IB File No. ITC-214-19981117-00802.
US Xchange, Inc.	Choice One	0012-0706-45	No	Global facilities-based and resale authority granted in IB File No. ITC-214-19961219-00639.
Choice One Communications of Connecticut Inc.	Choice One	0004-3284-64	Yes	n/a

**EXHIBIT A**  
**CTC AND CHOICE ONE SUBSIDIARIES**

<u>Subsidiary</u>	<u>Ultimate Parent</u>	<u>FRN</u>	<u>Blanket Domestic S214?</u>	<u>International S214?</u>
Choice One Communications of Maine Inc.	Choice One	0008-1906-62	Yes	n/a
Choice One Communications of Massachusetts Inc.	Choice One	0004-3284-80	Yes	n/a
Choice One Communications of New York Inc.	Choice One	0004-3285-06	Yes	n/a
Choice One Communications of Ohio Inc.	Choice One	0004-3285-30	Yes	n/a
Choice One Communications of Pennsylvania Inc.	Choice One	0004-3285-55	Yes	n/a
Choice One Communications of Rhode Island Inc.	Choice One	0004-3285-63	Yes	n/a
Choice One Communications of Virginia Inc.	Choice One	0014-7104-87	Yes	n/a
Choice One of New Hampshire Inc.	Choice One	0004-3284-98	Yes	n/a
US Xchange of Illinois, L.L.C.	Choice One	0004-3286-05	Yes	n/a



**EXHIBIT A**  
**CTC AND CHOICE ONE SUBSIDIARIES**

<b><u>Subsidiary</u></b>	<b><u>Ultimate Parent</u></b>	<b><u>FRN</u></b>	<b><u>Blanket Domestic S214?</u></b>	<b><u>International S214?</u></b>
US Xchange of Indiana, L.L.C.	Choice One	0004-3285-97	Yes	n/a
US Xchange of Michigan, L.L.C.	Choice One	0004-3285-89	Yes	n/a
US Xchange of Wisconsin, L.L.C.	Choice One	0004-3286-13	Yes	n/a

The address of each CTC Subsidiary is:

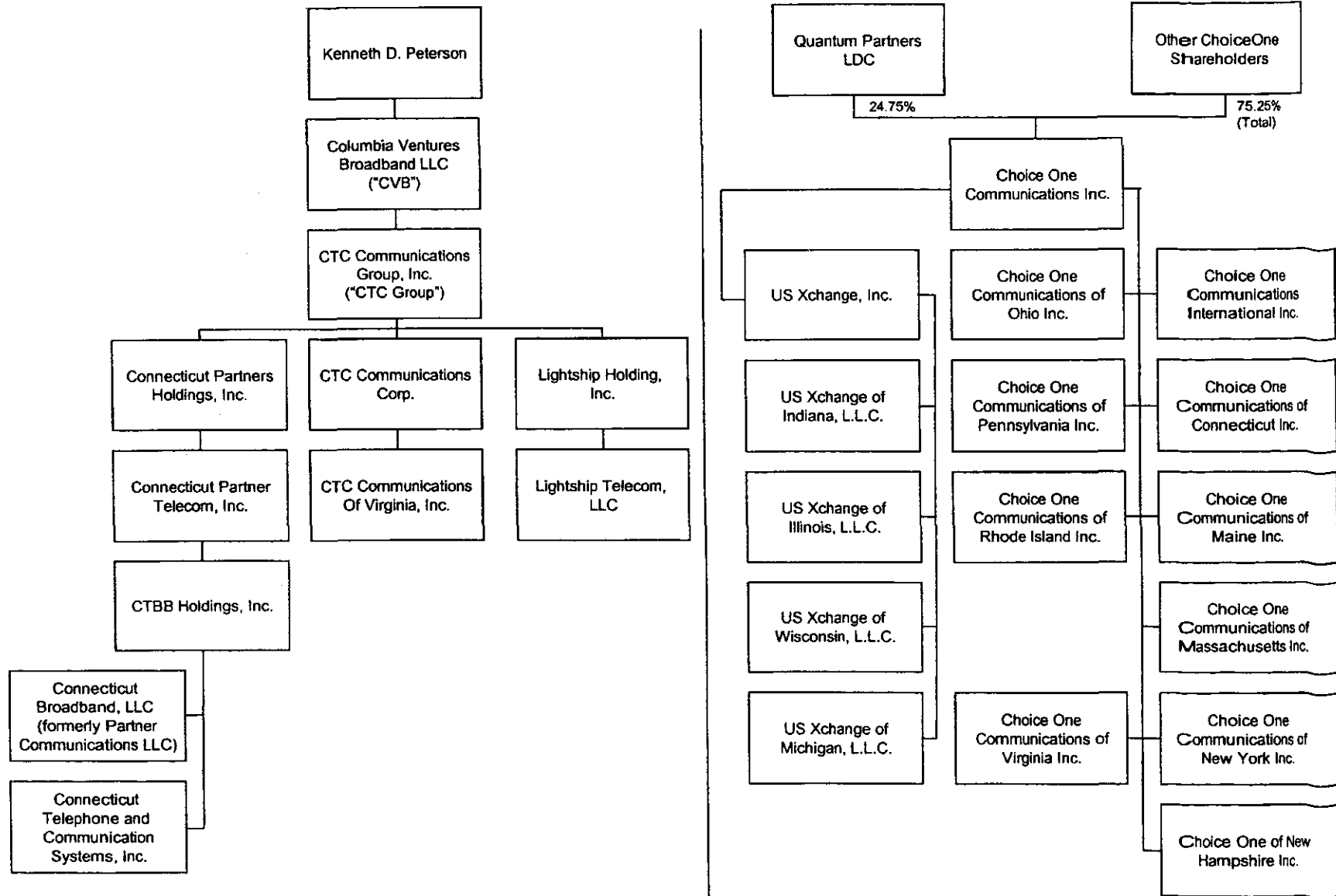
c/o CTC Communications Group, Inc.  
220 Bear Hill Road  
Waltham, MA 02451  
Tel: (781) 466-8080  
Fax: (781) 890-1613

The address of each Choice One Subsidiary is:

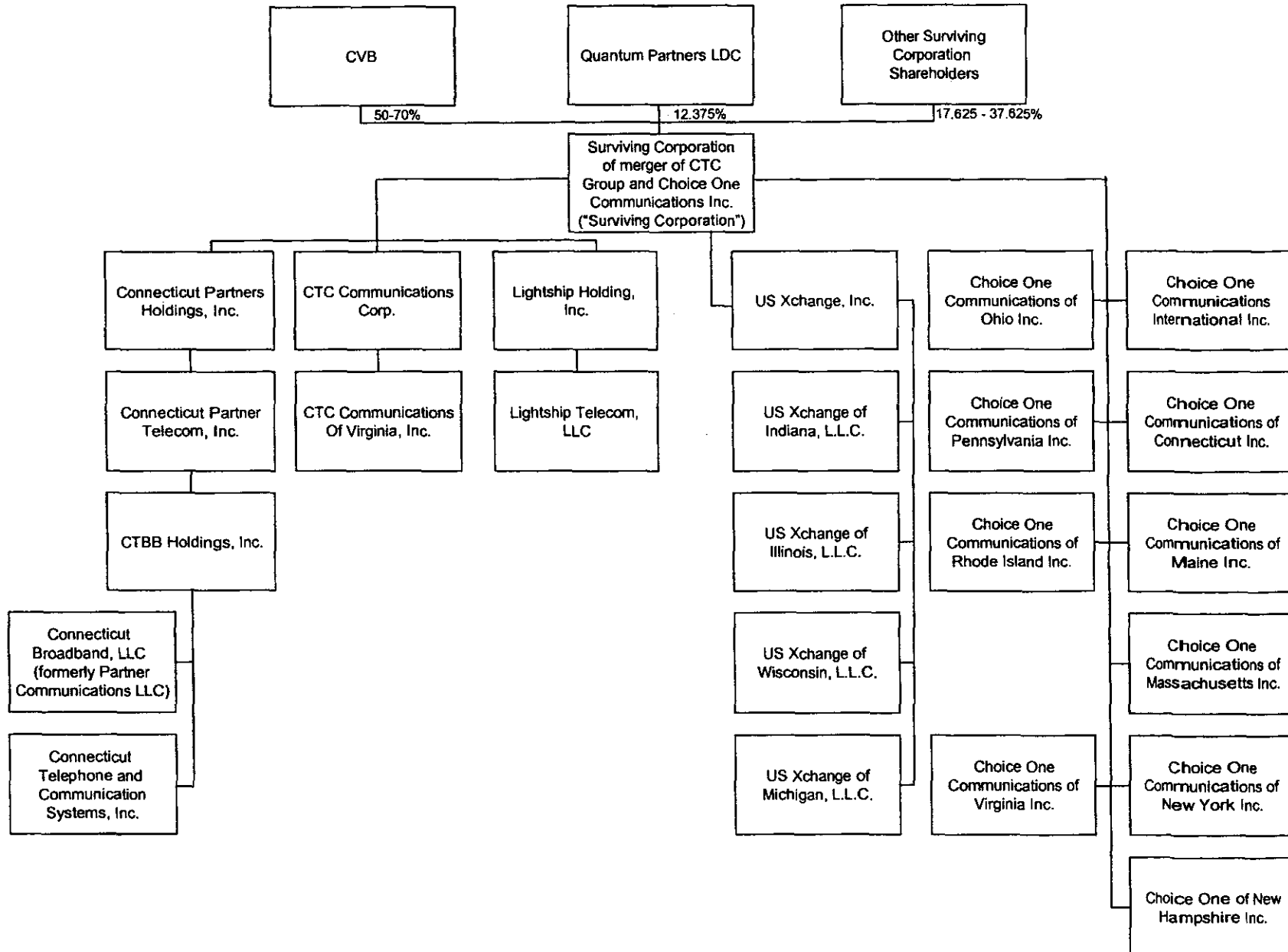
c/o Choice One Communications Inc.  
100 Chestnut Street, Suite 600  
Rochester, NY 14604  
Tel: (585) 246-4231

# Current Corporate Structure

**Exhibit B**



## Post Merger Corporate Structure



## **EXHIBIT C**

### **DOMESTIC SECTION 214 TRANSFER OF CONTROL INFORMATION**

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04, the Applicants provide the following information in support of their request.

#### **63.04(b)(6): Description of the Transaction**

The proposed transaction is described in Section II of the Application.

#### **63.04(b)(7): Description of Geographic Service Area and Services in Each Area**

A description of the geographic service areas and services provided in each area is described in Section I of the Application.

#### **63.04(b)(8): Presumption of Non-Dominance and Qualification for Streamlining**

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2), because (1) the proposed transaction will result in the merged entity ("Surviving Corporation") and its affiliates (as that term is defined in Section 3(1) of the Act) having a market share in the interstate, interexchange market of less than 10 percent; (2) Surviving Corporation (including its affiliates) will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) neither the Applicants nor any of their affiliates are regulated as dominant with respect to any service.

#### **63.04(b)(9): Other Pending Commission Applications Concerning the Proposed Transaction**

None.

**63.04(b)(10): Special Considerations**

None.

**63.04(b)(11): Waiver Requests (If Any)**

None.

**63.04(b)(12): Public Interest Statement**

The proposed transaction is in the public interest for the reasons detailed in Section III of the Application.